

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On May 19, 2011, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation and Agreed Order Between Reorganized Debtors and American Recycling & Manufacturing Co., Inc. Compromising and Allowing Proof of Administrative Expense Claim Number 18605 (American Recycling & Manufacturing Co., Inc.) (Docket No. 21247) [a copy of which is attached hereto as Exhibit C]
- 2) Twenty-Third Supplemental Order Under 11 U.S.C. §§ 102(l) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures ("Twenty-Third Supplemental Case Management Order") (Docket No. 21251) [a copy of which is attached hereto as Exhibit D]
- 3) Fifteenth Supplemental Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, and 9014 Establishing (I) Dates for Hearings Regarding Objections to Claims and (II) Certain Notices and Procedures Governing Objections to Claims ("Fifteenth Supplemental Claim Objection Procedures Order") (Docket No. 21252) [a copy of which is attached hereto as Exhibit E]
- 4) Joint Stipulation and Agreed Order Between Reorganized Debtors and Tennessee Department of Revenue Disallowing and Expunging Proof of Administrative Expense Claim Number 18999 (Tennessee Department of Revenue) (Docket No. 21253) [a copy of which is attached hereto as Exhibit F]

- 5) Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 (I) Disallowing and Expunging Scheduled Liability Number 10396186 Scheduled on Behalf of American Cable Company Inc. and Subsequently Transferred to Madison Niche Opportunities LLC and (II) Modifying and Allowing Scheduled Liability Number 10402173 Scheduled on Behalf of Union Metal Products Corp. EFT and Subsequently Transferred to Madison Investment Trust Series 38 ("Claims Objection Order Regarding Scheduled Liability Numbers 10396186 and 10402173") (Docket No. 21257) [a copy of which is attached hereto as Exhibit G]
- 6) Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging Proof of Claim Number 9647 Filed by Park Enterprises of Rochester, Inc. and Subsequently Transferred to Longacre Master Fund Ltd. ("Claims Objection Order Regarding Proof of Claim Number 9647") (Docket No. 21258) [a copy of which is attached hereto as Exhibit H]
- 7) Order Pursuant to 11 U.S.C. § 503(b) and Fed. R. Bankr. P. 3007 (I) Denying the Motion of Tal-Port Industries, LLC for Allowance of an Administrative Claim Pursuant to 11 U.S.C. § 503(b)(1)(A) and, in the Alternative, for Leave to File a Late Administrative Expense Claim Pursuant to Bankruptcy Rule 9006(b) and (II) Disallowing and Expunging Proof of Administrative Expense Claim Number 19804 (Docket No. 21259) [a copy of which is attached hereto as Exhibit I]
- 8) Joint Stipulation and Agreed Order Between Reorganized Debtors and the State of Illinois on Behalf of the Illinois Environmental Protection Agency Compromising and Allowing Proof of Claim Number 10885 (Illinois Environmental Protection Agency) (Docket No. 21267) [a copy of which is attached hereto as Exhibit J]
- 9) Joint Stipulation and Agreed Order Between Reorganized Debtors, United Parcel Service, and Delphi Automotive Systems, LLC Compromising and Allowing Proof of Administrative Expense Claim Number 19082 (United Parcel Service) (Docket No. 21269) [a copy of which is attached hereto as Exhibit K]
- 10) Joint Stipulation and Agreed Order Between Reorganized Debtors and Robin Industries, Inc., Holmco Division Disallowing and Expunging Proof of Administrative Expense Claim Number 19792 (Robin Industries, Inc., Holmco Division) (Docket No. 21271) [a copy of which is attached hereto as Exhibit L]
- 11) Joint Stipulation and Agreed Order Between Reorganized Debtors, Central Transport International, Inc., and Delphi Automotive Systems, LLC Compromising and Allowing Proof of Administrative Expense Claim Number 18667 (Central Transport International, Inc.) (Docket No. 21274) [a copy of which is attached hereto as Exhibit M]

On May 19, 2011, I caused to be served the document listed below upon the parties listed on Exhibit N hereto via postage pre-paid U.S. mail:

- 12) Joint Stipulation and Agreed Order Between Reorganized Debtors and American Recycling & Manufacturing Co., Inc. Compromising and Allowing Proof of Administrative Expense Claim Number 18605 (American Recycling & Manufacturing Co., Inc.) (Docket No. 21247) [a copy of which is attached hereto as Exhibit C]

On May 19, 2011, I caused to be served the document listed below upon the parties listed on Exhibit O hereto via postage pre-paid U.S. mail:

- 13) Joint Stipulation and Agreed Order Between Reorganized Debtors and Tennessee Department of Revenue Disallowing and Expunging Proof of Administrative Expense Claim Number 18999 (Tennessee Department of Revenue) (Docket No. 21253) [a copy of which is attached hereto as Exhibit F]

On May 19, 2011, I caused to be served the document listed below upon the parties listed on Exhibit P hereto via postage pre-paid U.S. mail:

- 14) Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 (I) Disallowing and Expunging Scheduled Liability Number 10396186 Scheduled on Behalf of American Cable Company Inc. and Subsequently Transferred to Madison Niche Opportunities LLC and (II) Modifying and Allowing Scheduled Liability Number 10402173 Scheduled on Behalf of Union Metal Products Corp. EFT and Subsequently Transferred to Madison Investment Trust Series 38 ("Claims Objection Order Regarding Scheduled Liability Numbers 10396186 and 10402173") (Docket No. 21257) [a copy of which is attached hereto as Exhibit G]

On May 19, 2011, I caused to be served the document listed below upon the parties listed on Exhibit Q hereto via postage pre-paid U.S. mail:

- 15) Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging Proof of Claim Number 9647 Filed by Park Enterprises of Rochester, Inc. and Subsequently Transferred to Longacre Master Fund Ltd. ("Claims Objection Order Regarding Proof of Claim Number 9647") (Docket No. 21258) [a copy of which is attached hereto as Exhibit H]

On May 19, 2011, I caused to be served the document listed below upon the parties listed on Exhibit R hereto via postage pre-paid U.S. mail:

- 16) Order Pursuant to 11 U.S.C. § 503(b) and Fed. R. Bankr. P. 3007 (I) Denying the Motion of Tal-Port Industries, LLC for Allowance of an Administrative Claim Pursuant to 11 U.S.C. § 503(b)(1)(A) and, in the Alternative, for Leave to File a Late Administrative Expense Claim Pursuant to Bankruptcy Rule 9006(b) and (II) Disallowing and Expunging Proof of Administrative Expense Claim Number 19804 (Docket No. 21259) [a copy of which is attached hereto as Exhibit I]

On May 19, 2011, I caused to be served the document listed below upon the parties listed on Exhibit S hereto via postage pre-paid U.S. mail:

- 17) Joint Stipulation and Agreed Order Between Reorganized Debtors and the State of Illinois on Behalf of the Illinois Environmental Protection Agency Compromising and Allowing Proof of Claim Number 10885 (Illinois Environmental Protection Agency) (Docket No. 21267) [a copy of which is attached hereto as Exhibit J]

On May 19, 2011, I caused to be served the document listed below upon the parties listed on Exhibit T hereto via postage pre-paid U.S. mail:

- 18) Joint Stipulation and Agreed Order Between Reorganized Debtors, United Parcel Service, and Delphi Automotive Systems, LLC Compromising and Allowing Proof of Administrative Expense Claim Number 19082 (United Parcel Service) (Docket No. 21269) [a copy of which is attached hereto as Exhibit K]

On May 19, 2011, I caused to be served the document listed below upon the parties listed on Exhibit U hereto via postage pre-paid U.S. mail:

- 19) Joint Stipulation and Agreed Order Between Reorganized Debtors and Robin Industries, Inc., Holmco Division Disallowing and Expunging Proof of Administrative Expense Claim Number 19792 (Robin Industries, Inc., Holmco Division) (Docket No. 21271) [a copy of which is attached hereto as Exhibit L]

On May 19, 2011, I caused to be served the document listed below upon the party listed on Exhibit V hereto via postage pre-paid U.S. mail:

- 20) Joint Stipulation and Agreed Order Between Reorganized Debtors, Central Transport International, Inc., and Delphi Automotive Systems, LLC Compromising and Allowing Proof of Administrative Expense Claim Number 18667 (Central Transport International, Inc.) (Docket No. 21274) [a copy of which is attached hereto as Exhibit M]

Dated: May 23, 2011

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 23rd day of May, 2011, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Aimee M. Parel

Commission Expires: 9/27/13

EXHIBIT A

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DPH Holdings Corp. Legal Information Website:
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS
AND AMERICAN RECYCLING & MANUFACTURING CO., INC. COMPROMISING AND
ALLOWING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 18605

(AMERICAN RECYCLING & MANUFACTURING CO., INC.)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and American Recycling & Manufacturing Co., Inc. (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And American Recycling & Manufacturing Co., Inc. Compromising And Allowing Proof Of Administrative Expense Claim Number 18605 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 14, 2009, the Claimant filed proof of administrative expense claim number 18605 against Delphi asserting an administrative expense claim in the amount of \$21,964.03 (the "Claim") for alleged services performed by the Claimant and goods sold by the Claimant to the Debtors.

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 18, 2010, the Claimant filed the American Recycling & Manufacturing Co., Inc. Response To Forty-Third Omnibus Claims Objection (Docket No. 19522) (the "Response").

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that Claim should be allowed as an administrative claim in the amount of \$1,538.50 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and Claimant stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$1,538.50 and shall be treated as an allowed administrative claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.

2. Notwithstanding anything to the contrary in the Modified Plan, DPH-DAS LLC shall pay \$1,538.50 in full and final satisfaction of the Claim within 45 days of the Court entering this Stipulation. Such payment will be remitted by check payable to "American Recycling & Manufacturing Co., Inc." and will be mailed to the following address:

American Recycling & Manufacturing Co., Inc.
Attention: Alan J. Knauf, Esq.
KNAUF SHAW LLP
1125 Crossroads Building
2 State Street
Rochester, NY 14614

3. The Response is hereby deemed withdrawn with prejudice.

4. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of the Claim.

5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 2nd day of May, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606

- and -

Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

/s/ Alan J. Knauf
Alan J. Knauf, Esq.
KNAUF SHAW LLP
1125 Crossroads Building
2 State Street
Rochester, NY 14614

Attorneys for American Recycling &
Manufacturing Co., Inc.

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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TWENTY-THIRD SUPPLEMENTAL ORDER UNDER 11 U.S.C. §§ 102(1) AND 105
AND FED. R. BANKR. P. 2002(m), 9006, 9007, AND 9014 ESTABLISHING
OMNIBUS HEARING DATES AND CERTAIN NOTICE, CASE
MANAGEMENT, AND ADMINISTRATIVE PROCEDURES

("TWENTY-THIRD SUPPLEMENTAL CASE MANAGEMENT ORDER")

Upon the motion, dated October 8, 2005 (the "Case Management Motion"),¹ of Delphi Corporation and certain of its affiliates (collectively, the "Debtors"), predecessors of DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), for an order under 11 U.S.C. §§ 102(1), 105(a), and 105(d) and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 (a) establishing omnibus hearing dates, (b) establishing certain notice, case management, and administrative procedures in the Debtors' chapter 11 cases, and (c) scheduling an initial case conference in accordance with Rule 1007-2(e) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York; and

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Case Management Motion.

Upon the order, entered October 14, 2005, granting the Case Management Motion (Docket No. 245); and

Upon the supplemental case management orders entered on March 20, 2006 (Docket No. 2883) (the "Supplemental Order"), March 28, 2006 (Docket No. 2995), April 20, 2006 (Docket No. 3293), May 3, 2006 (Docket No. 3589), May 5, 2006 (Docket No. 3629), May 11, 2006 (Docket No. 3730), May 19, 2006 (Docket No. 3824), October 26, 2006 (Docket No. 5418), October 19, 2007 (Docket No. 10661), February 4, 2008 (Docket No. 12487), July 15, 2008 (Docket No. 13920), July 23, 2008 (Docket No. 13965), December 4, 2008 (Docket No. 14534), April 30, 2009 (Docket No. 16589), August 26, 2009 (Docket No. 18839), December 11, 2009 (Docket No. 19178), January 25, 2010 (Docket No. 19360), April 5, 2010 (Docket No. 19774), May 25, 2010 (Docket No. 20189), July 16, 2010 (Docket No. 20427), November 1, 2010 (Docket No. 20764), and January 28, 2011 (Docket No. 21099) (collectively, the "Prior Supplemental Orders"),

IT IS HEREBY ORDERED THAT:

1. This Court shall conduct omnibus hearings in these cases, to be held in Courtroom 118, Hon. Charles L. Brieant Jr. Federal Building and Courthouse, 300 Quarropas Street, White Plains, New York 10601-4140 or as may be determined by the Court, on the following dates and at the following times (the "Omnibus Hearing Dates"):

July 28, 2011 at 10:00 a.m. (prevailing Eastern time)

August 25, 2011 at 10:00 a.m. (prevailing Eastern time)

September 22, 2011 at 10:00 a.m. (prevailing Eastern time)

2. Additional Omnibus Hearing Dates thereafter may be scheduled by this Court. All matters requiring a hearing in these cases shall be set for and be heard on Omnibus Hearing Dates unless alternative hearing dates are approved by the Court for good cause shown.

3. If this Court changes any of the Omnibus Hearing Dates set forth in paragraph 1 above, the Reorganized Debtors are authorized to provide a notice of change of hearing (the "Notice") in accordance with paragraph 15 of the Supplemental Orders, as amended, including, without limitation, the amendments included in the Nineteenth Supplemental Case Management Order, entered May 25, 2010 (Docket No. 20189). The terms of such Notice shall be binding upon all parties-in-interest in these chapter 11 cases, and no other or further notice or order of this Court shall be necessary.

4. Except as set forth herein, the Prior Supplemental Orders shall continue in full force and effect.

Dated: White Plains, New York
May 3, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
:
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FIFTEENTH SUPPLEMENTAL ORDER PURSUANT TO 11 U.S.C. § 502(b) AND
FED. R. BANKR. P. 2002(m), 3007, 7016, 7026, 9006, 9007, AND 9014
ESTABLISHING (I) DATES FOR HEARINGS REGARDING OBJECTIONS
TO CLAIMS AND (II) CERTAIN NOTICES AND PROCEDURES
GOVERNING OBJECTIONS TO CLAIMS

("FIFTEENTH SUPPLEMENTAL CLAIM OBJECTION PROCEDURES ORDER")

Upon the motion, dated October 31, 2006, of Delphi Corporation and certain of its affiliates (collectively, the "Debtors"), predecessors of DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), for an order under 11 U.S.C. §§ 502(b) and 502(c) and Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, and 9014 establishing (i) dates for hearings regarding disallowance or estimation of claims and (ii) certain notices and procedures governing hearings regarding disallowance or estimation of claims (the "Claim Objection Procedures Motion") (Docket No. 5453); and

Upon the order, entered December 6, 2006, granting the Claim Objection Procedures Motion (the "Claim Objection Procedures Order") (Docket No. 6089) and the supplemental orders entered on October 23, 2007 (Docket No. 10701), November 20, 2007 (Docket No. 10994), February 11, 2008 (Docket No. 12609), June 11, 2008 (Docket No. 13726),

August 5, 2008 (Docket No. 14022), October 22, 2008 (Docket No. 14371), January 8, 2009 (Docket No. 14634), September 25, 2009 (Docket No. 18936), December 11, 2009 (Docket No. 19176), January 25, 2010 (Docket No. 19358), April 5, 2010 (Docket No. 19776), July 16, 2010 (Docket No. 20426), November 1, 2010 (Docket No. 20765), and January 28, 2011 (Docket No. 21098); and

Upon the Order Approving Modifications Under 11 U.S.C. § 1127(b) To (I) First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified And (II) Confirmation Order [Docket No. 12359] (the "Plan Modification Order") (Docket No. 18707); and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. This Court shall conduct special periodic hearings on contested claims matters in these cases and hearings on Section 365 Objections (as such term is defined in paragraph 28 of the Plan Modification Order) (the "Claims Hearings"), to be held in Courtroom 118, United States Bankruptcy Court, Hon. Charles L. Brieant Jr. Federal Building and Courthouse, 300 Quarropas Street, White Plains, New York 10601-4140 unless the Reorganized Debtors and the parties whose claims are affected are otherwise notified by this Court. The following dates and times (the "Claims Hearing Dates") have been scheduled for Claims Hearings in these chapter 11 cases:

July 28, 2011 at 10:00 a.m. (prevailing Eastern time)

August 25, 2011 at 10:00 a.m. (prevailing Eastern time)

September 22, 2011 at 10:00 a.m. (prevailing Eastern time)

2. Additional Claims Hearings thereafter may be scheduled by this Court.

All contested claims matters or Section 365 Objections requiring a hearing in these chapter 11 cases shall be set for and be heard on the Claims Hearing Dates unless alternative hearing dates are approved by this Court for good cause shown.

3. If this Court changes any of the Claims Hearing Dates set forth in paragraph 1 above, the Reorganized Debtors are authorized to provide a notice of change of Claims Hearing Date (the "Notice") in accordance with paragraph 9 of the Claim Objection Procedures Order or paragraphs 32 and 40 of the Plan Modification Order. The terms of such Notice shall be binding upon all parties-in-interest in these chapter 11 cases, and no other or further notice or order of this Court shall be necessary.

4. Except as set forth herein, the Claim Objection Procedures Order and the Plan Modification Order shall continue in full force and effect.

Dated: White Plains, New York
May 3, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT F

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS
AND TENNESSEE DEPARTMENT OF REVENUE DISALLOWING AND EXPUNGING
PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 18999

(TENNESSEE DEPARTMENT OF REVENUE)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and the Tennessee Department of Revenue (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Tennessee Department Of Revenue Disallowing And Expunging Proof Of Administrative Expense Claim Number 18999 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim number 18999 ("Claim 18999") against Delphi asserting an administrative expense priority claim in the amount of \$107,808.05 on account of certain taxes and related interest and penalties.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on March 19, 2010, the Reorganized Debtors objected to Claim 18999 pursuant to the Reorganized Debtors' Forty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge Certain Administrative Expense (A) Books And Records Claims, (B) Methode Electronics Claims, (C) State Workers' Compensation Claims, (D) Duplicate State Workers' Compensation Claims, (E) Workers' Compensation Claims, (F) Transferred Workers' Compensation Claims, (G) Tax Claims, (H) Duplicate Insurance Claims, And (I) Severance Claims, (II) Disallow And Expunge (A) A Certain Duplicate Workers' Compensation Claim, (B) A Certain Duplicate Tax Claim, And (C) A Certain Duplicate Severance Claim, (III) Modify Certain Administrative Expense (A) State Workers' Compensation Claims And (B) Workers' Compensation Claims, And (IV) Allow Certain Administrative Expense Severance Claims (Docket No. 19711) ("Forty-Sixth Omnibus Claims Objection").

WHEREAS, on April 13, 2010, the Claimant filed the Response Of The Tennessee Department Of Revenue To The Debtors' Forty-Sixth Omnibus Objection To The Certain Tax Claims (Docket No. 19808) (the "Response").

WHEREAS, the Claimant owes DPH Holding Corp. certain refunds relating to the taxes and tax years asserted in Claim 18999 (the "Refund").

WHEREAS, to resolve (a) the Forty-Sixth Omnibus Claims Objection with respect to Claim 18999 and (b) the Refund, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that (a) Claim 18999 will be disallowed and expunged in its entirety and (b) the Claimant will pay DPH Holding Corp. a refund in the amount of \$2,829.43.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claim 18999 is hereby disallowed and expunged in its entirety.
2. The Response is hereby deemed withdrawn with prejudice.
3. Within ten (10) days of entry of this Stipulation on the Court's docket, the Claimant shall pay to DPH Holding Corp. \$2,829.43 in full and final satisfaction of the Refund.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 4th day of May, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606

/s/ Marvin E. Clements, Jr.
Marvin E. Clements, Jr.
Senior Counsel
Tennessee Attorney General's Office
Bankruptcy Division
P.O. Box 20207
Nashville, Tennessee 37202-0207

Attorney for Tennessee Department of Revenue

- and -

Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp.,
Reorganized Debtors

EXHIBIT G

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
:
-----X

ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007
(I) DISALLOWING AND EXPUNGING SCHEDULED LIABILITY NUMBER 10396186
SCHEDULED ON BEHALF OF AMERICAN CABLE COMPANY INC. AND
SUBSEQUENTLY TRANSFERRED TO MADISON NICHE OPPORTUNITIES LLC AND (II)
MODIFYING AND ALLOWING SCHEDULED LIABILITY NUMBER 10402173
SCHEDULED ON BEHALF OF UNION METAL PRODUCTS CORP. EFT AND
SUBSEQUENTLY TRANSFERRED TO MADISON INVESTMENT TRUST SERIES 38

("CLAIMS OBJECTION ORDER REGARDING
SCHEDULED LIABILITY NUMBERS 10396186 AND 10402173")

Upon the Reorganized Debtors' Forty-Fourth Omnibus Objection Pursuant To 11
U.S.C. § 502(b) And (d) And Fed. R. Bankr. P. 3007 To (I) Modify And Allow (A) Certain
Modified And Allowed Claims, (B) A Partially Satisfied Claim, And (C) Certain Partially
Satisfied Scheduled Liabilities, (II) Disallow And Expunge (A) Certain Fully Satisfied
Scheduled Liabilities, (B) Certain MDL-Related Claims, (C) Certain Union Claims, (D) Certain
Personal Injury Claims, And (E) A Duplicate Claim, (III) Object To Certain (A) Preference-
Related Claims And (B) Preference-Related Scheduled Liabilities, And (IV) Modify Certain
SERP-Related Scheduled Liabilities (Docket No. 19395) (the "Forty Fourth Omnibus Claims
Objection"), by which DPH Holdings Corp. ("DPH Holdings") and certain of its affiliated
reorganized debtors in the above-captioned cases (together with DPH Holdings, the
"Reorganized Debtors"), successors of Delphi Corporation and certain of its subsidiaries and

affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), among other things, objected to (a) scheduled liability number 10396186 scheduled on behalf of American Cable Company Inc. and subsequently transferred to Madison Niche Opportunities LLC ("Madison Niche") and (b) scheduled liability number 10402173 scheduled on behalf of United Metal Products Corp. EFT and subsequently transferred to Madison Investment Trust Series 38 ("Madison Investment," and together with Madison Niche, "Madison"); and upon Madison's responses to the Forty-Fourth Omnibus Claims Objection (Docket Nos. 19690 and 19691) (the "Responses"); and upon the Reorganized Debtors' Supplemental Reply To Response Of Claimant To Reorganized Debtors' Objection To (I) Scheduled Liability Number 10396186 Scheduled On Behalf Of American Cable Company Inc. And Subsequently Transferred To Madison Niche Opportunities LLC And (II) Scheduled Liability Number 10402173 Scheduled On Behalf Of Union Metal Products Corp. EFT And Subsequently Transferred To Madison Investment Trust Series 38 (Docket No. 21204) (the "Supplemental Reply," and together with the Forty-Fourth Omnibus Claims Objection and the Responses, the "Pleadings"); and upon the record of the April 21, 2011 sufficiency hearing held on the Forty-Fourth Omnibus Claims Objection to scheduled liability numbers 10396186 and 10402173; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:¹

A. American Cable Company Inc. and Madison Niche, the holders of scheduled liability number 10396186, and United Metal Products Corp. EFT and Madison Investment, the holders of scheduled liability number 10402173, were properly and timely

¹ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Forty-Fourth Omnibus Claims Objection.

served with a copy of the Forty-Fourth Omnibus Claims Objection, a personalized Notice Of Objection To Claim, a copy of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"), the proposed order with respect to the Forty-Fourth Omnibus Claims Objection, and the notice of the deadline for responding to the Forty-Fourth Omnibus Claims Objection.

B. Madison submitted the Responses to the Forty-Fourth Omnibus Claims Objection.

C. On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

D. On March 24, 2011, the Reorganized Debtors filed the Notice Of Sufficiency Hearing With Respect To (I) Debtors' Objection To Proof Of Claim Number 9647 And (II) Reorganized Debtors' Objection To Scheduled Liability Numbers 10396186 And 10402310 (Docket No. 21178) (the "Sufficiency Hearing Notice").

E. American Cable Company Inc., Madison Niche, United Metal Products Corp. EFT, and Madison Investment were each properly and timely served with a copy of the Sufficiency Hearing Notice and the Supplemental Reply.

F. This Court has jurisdiction over the contested matters set forth in the Pleadings pursuant to 28 U.S.C. §§ 157 and 1334. The Pleadings are core proceedings under 28

U.S.C. § 157(b)(2). Venue of these cases and the Pleadings in this district is proper under 28 U.S.C. §§ 1408 and 1409.

G. For the reasons stated by this Court at the April 21, 2011 hearing, Madison has failed to sufficiently plead prima facie claims except as provided herein; therefore, (a) scheduled liability number 10396186 should be disallowed and expunged in its entirety and (b) scheduled liability number 10402173 should be modified and allowed as a general unsecured non-priority claim in the amount of \$1,637.30 against DPH-DAS LLC.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED
THAT:

1. Scheduled liability number 10396186 is hereby disallowed and expunged in its entirety.
2. Scheduled liability number 10402173 is hereby modified and allowed as a general unsecured non-priority claim in the amount of \$1,637.30 against DPH-DAS LLC.
3. This Court shall retain original and exclusive jurisdiction over the Reorganized Debtors and the holders of the claims subject to the Forty-Fourth Omnibus Claims Objection and the Supplemental Reply to hear and determine all matters arising from the implementation of this order.
4. Kurtzman Carson Consultants LLC is hereby directed to serve this order in accordance with the Claims Objection Procedures Order and the Administrative Claims Objection Procedures Order.

Dated: White Plains, New York
April 26, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT H

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DPH HOLDINGS CORP., et al., : Case No. 05-44481 (RDD)
:
Reorganized Debtors. : (Jointly Administered)
:
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ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007
DISALLOWING AND EXPUNGING PROOF OF CLAIM NUMBER 9647
FILED BY PARK ENTERPRISES OF ROCHESTER, INC. AND
SUBSEQUENTLY TRANSFERRED TO LONGACRE MASTER FUND LTD.

("CLAIMS OBJECTION ORDER REGARDING
PROOF OF CLAIM NUMBER 9647")

Upon the Debtors' Twenty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain Claims To Implement Cure Payments And Modify General Unsecured Claims By Amount Of Cure Payments (Docket No. 12687) (the "Twenty-Seventh Omnibus Claims Objection"), by which Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), predecessors of DPH Holdings Corp. ("DPH Holdings") and its affiliated reorganized debtors in the above-captioned cases (together with DPH Holdings, the "Reorganized Debtors"), among other things, objected to proof of claim number 9647 filed by Park Enterprises of Rochester, Inc. ("Park") and subsequently transferred to Longacre Master Fund Ltd. ("Longacre," and together with Park, the "Claimants"); and upon Longacre's response to the Twenty-Seventh Omnibus Claims Objection (Docket No. 13089) (the "Response"); and upon the Reorganized Debtors' Supplemental Reply To Response Of Claimant To Debtors'

Objection To Proof Of Claim Number 9647 Filed By Park Enterprises Of Rochester, Inc. And Subsequently Transferred To Longacre Master Fund Ltd. (Docket No. 21203) (the "Supplemental Reply," and together with the Twenty-Seventh Omnibus Claims Objection and the Response, the "Pleadings"); and upon the record of the April 21, 2011 sufficiency hearing held on the Twenty-Seventh Omnibus Claims Objection to proof of claim number 9647; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:¹

A. Park was properly and timely served with a copy of the Twenty-Seventh Omnibus Claims Objection, a personalized Notice Of Objection To Claim, a copy of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"), the proposed order with respect to the Twenty-Seventh Omnibus Claims Objection, and the notice of the deadline for responding to the Twenty-Seventh Omnibus Claims Objection.

B. Longacre submitted the Response to the Twenty-Seventh Omnibus Claims Objection.

C. On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by

¹ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Twenty-Seventh Omnibus Claims Objection.

this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

D. On March 24, 2011, the Reorganized Debtors filed the Notice Of Sufficiency Hearing With Respect To (I) Debtors' Objection To Proof Of Claim Number 9647 And (II) Reorganized Debtors' Objection To Scheduled Liability Numbers 10396186 And 10402310 (Docket No. 21178) (the "Sufficiency Hearing Notice").

E. The Claimants were properly and timely served with a copy of the Sufficiency Hearing Notice, Claims Objection Procedures Order, and the Supplemental Reply.

F. Park represented at the April 21, 2011 hearing that the rights with respect to proof of claim number 9647 were transferred back from Longacre to Park.

G. This Court has jurisdiction over the contested matters set forth in the Pleadings pursuant to 28 U.S.C. §§ 157 and 1334. The Pleadings are core proceedings under 28 U.S.C. § 157(b)(2). Venue of these cases and the Pleadings in this district is proper under 28 U.S.C. §§ 1408 and 1409.

H. For the reasons stated by this Court at the April 21, 2011 hearing, , proof of claim 9647 should be disallowed and expunged in its entirety as a duplicate claim; provided, however, the Reorganized Debtors shall not subsequently object to proof of claim number 16395 on the basis that such claim was untimely, but reserve all other rights, including but not limited to those rights under 11 U.S.C. § 502(d), with respect to proof of claim number 16395.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED
THAT:

1. Proof of claim number 9647 is disallowed and expunged in its entirety.

2. The Reorganized Debtors shall not subsequently object to proof of claim number 16395 on the basis that such claim was untimely, but reserve all other rights, including but not limited to those rights under 11 U.S.C. §502(d), with respect to proof of claim number 16395.

3. This Court shall retain exclusive and original jurisdiction over the Reorganized Debtors and the Claimants as the holders of the claims subject to the Twenty-Seventh Omnibus Claims Objection and the Supplemental Reply to hear and determine all matters arising from the implementation of this order.

4. Kurtzman Carson Consultants LLC is hereby directed to serve this order in accordance with the Claims Objection Procedures Order and the Administrative Claims Objection Procedures Order.

Dated: White Plains, New York
April 26, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT I

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	X	

ORDER PURSUANT TO 11 U.S.C. § 503(b) AND FED. R. BANKR. P. 3007
(I) DENYING THE MOTION OF TAL-PORT INDUSTRIES, LLC FOR ALLOWANCE OF
AN ADMINISTRATIVE CLAIM PURSUANT TO 11 U.S.C. § 503(B)(1)(A) AND, IN THE
ALTERNATIVE, FOR LEAVE TO FILE A LATE ADMINISTRATIVE EXPENSE CLAIM
PURSUANT TO BANKRUPTCY RULE 9006(B) AND (II) DISALLOWING AND
EXPUNGING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 19804

Upon the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11
U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A)
Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests,
(E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB
Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation
Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III)
Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third
Omnibus Claims Objection"), by which DPH Holdings Corp. ("DPH Holdings") and its affiliated
reorganized debtors in the above-captioned cases (together with DPH Holdings, the
"Reorganized Debtors"), successors of Delphi Corporation and certain of its subsidiaries and
affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively,
the "Debtors"), among other things, objected to proof of administrative expense claim number
19804 filed by Tal-Port Industries, LLC ("Tal-Port"); and upon Tal-Port's undocketed response
to the Reorganized Debtors' Forty-Third Omnibus Objection (the "Response"); and upon the

Motion Of Tal-Port Industries, LLC For Allowance Of An Administrative Claim Pursuant To 11 U.S.C. § 503(b)(1)(A) And, In The Alternative, For Leave To File A Late Administrative Expense Claim Pursuant To Bankruptcy Rule 9006(b) (Docket No. 21195) (the "Motion"); and upon the Reorganized Debtors' Objection To Motion Of Tal-Port Industries, LLC For Allowance Of An Administrative Claim Pursuant To 11 U.S.C. § 503(b)(1)(A) And, In The Alternative, For Leave To File A Late Administrative Expense Claim Pursuant To Bankruptcy Rule 9006(b) (Docket No. 21208) (the "Objection," and together with the Forty-Third Omnibus Claims Objection, the Response, and the Motion, the "Pleadings"); and for the reasons stated by the Court in its bench ruling on the record at the hearing on this matter conducted on April 21, 2011 with respect to the Motion (the "Hearing"); and after due deliberation thereon; and good and sufficient cause appearing for the reasons stated by this Court in its ruling at the conclusion of the Hearing,

IT IS HEREBY FOUND AND DETERMINED THAT:¹

A. Tal-Port was properly and timely served with a copy of the Forty-Third Omnibus Claims Objection, a personalized Notice Of Objection To Claim, a copy of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (I) Dates For Hearings Regarding Objections To Claims And (II) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"), the Order Pursuant To 11 U.S.C. §§ 105(a) And 503(b) Authorizing Debtors To Apply Claims Objection Procedures To Address Contested Administrative Expense Claims (the "Administrative Claims Objection Procedures Order")

¹ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Forty-Third Omnibus Claims Objection.

(Docket No. 18998), the proposed order with respect to the Forty-Third Omnibus Claims Objection, and the notice of the deadline for responding to the Forty-Third Omnibus Claims Objection.

B. Tal-Port was properly served with the Notice Of Bar Date For Filing Proofs Of Administrative Expense, which stated that pursuant to the Order (A)(I) Approving Modifications To Debtors' First Amended Plan Of Reorganization (As Modified) And Related Disclosures And Voting Procedures And (II) Setting Final Hearing Date To Consider Modifications To Confirmed First Amended Plan Of Reorganization And (B) Setting Administrative Expense Claims Bar Date And Alternative Transaction Hearing Date (Docket No. 17032) (the "Modification Procedures Order"), as modified by the Stipulation And Agreed Order Modifying Paragraph 38 Of Modification Procedures Order Establishing Administrative Expense Bar Date (Docket No. 18259), July 15, 2009 (the "Administrative Expense Claim Bar Date") was the deadline for filing a proof of administrative expense for the purpose of asserting an administrative expense request against any of the Debtors under 11 U.S.C. § 503(b) for the period from the commencement of these chapter 11 cases through May 31, 2009.

C. Tal-Port was properly served with the Notice Of Deadline To File Motion For Leave To File Late Administrative Expense Claim With Respect To Late Administrative Expense Claim Filed By Tal-Port Industries, LLC (Administrative Expense Claim No. 19804) (Docket No. 21162).

D. This Court has jurisdiction over the contested matters set forth in the Pleadings pursuant to 28 U.S.C. §§ 157 and 1334. The matters raised by the Pleadings are core proceeding under 28 U.S.C. § 157(b)(2). Venue of these cases in this district is proper under 28 U.S.C. §§ 1408 and 1409.

E. For the reasons stated by this Court at the Hearing, the Claimant has failed to establish excusable neglect to justify its failure to timely file a proof of administrative expense claim pursuant to the Modification Procedures Order, and proof of administrative expense claim number 19804 is barred as untimely by the Administrative Expense Claim Bar Date established by this Court and therefore disallowed.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED
THAT:

1. The Motion is denied with prejudice.
2. Proof of administrative expense claim number 19804 filed by the Claimant is disallowed and expunged in its entirety and no distribution shall be made on account of such claim from the Debtors' estates or by the Reorganized Debtors.
3. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order.

Dated: White Plains, New York
April 26, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT J

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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Chicago, Illinois 60606
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

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International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND THE STATE OF ILLINOIS ON BEHALF OF THE ILLINOIS
ENVIRONMENTAL PROTECTION AGENCY COMPROMISING AND
ALLOWING PROOF OF CLAIM NUMBER 10885

(ILLINOIS ENVIRONMENTAL PROTECTION AGENCY)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and the State of Illinois on behalf of the Illinois Environmental Protection Agency (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Illinois Environmental Protection Agency Compromising And Allowing Proof of Claim Number 10885 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 25, 2006, the Claimant filed proof of claim number 10885 (the "Claim") against DAS LLC asserting an unliquidated general unsecured non-priority claim relating to environmental response costs allegedly incurred, and to be incurred, by the Claimant.

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 to Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, the Claimant filed the Response And Exhibits To Delphi's Objection To Its Claim (No. 10885) By Illinois Environmental Protection Agency (Docket No. 6067) (the "Response").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, to resolve the Third Omnibus Claims Objection with respect to the Claim against the Reorganized Debtors, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that, among other things, the Claim will be modified and allowed as a general unsecured non-priority claim in the amount of \$750,000.00 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$750,000.00 and shall be treated as an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.

2. The Response is hereby deemed withdrawn with prejudice.

3. The Claimant hereby acknowledges that the allowance of the Claim as a general unsecured non-priority claim in the amount of \$750,000.00 against DPH-DAS LLC is in full satisfaction of all amounts asserted in the Claim, and the Claimant on its own behalf and on behalf of each of its successors, assigns, and affiliated entities, and each of their former, current, and future officers, directors, owners, employees, and other agents (collectively, the "State of Illinois"), hereby covenants not to sue each of the Debtors, Reorganized Debtors, and each of their respective successors, assigns, subsidiaries, and affiliated companies, and each of their former and current officers, directors, owners, employees, and any other agents (collectively, the "Debtor Parties"), for the matters and causes of action asserted in the Claim and further agrees that the Claim is not entitled to any treatment other than that set forth herein.

4. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of the Claim. Pursuant to Section 22.2a of the Illinois Environmental Protection Act, 415 ILCS 5/ 22.2a, this settlement does not discharge any other potentially responsible party for any liability set forth in the Claim and any reduction in the total potential liability of the other potentially responsible parties is limited to those amounts actually paid pursuant to the Modified Plan.

5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 12th day of May, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
Chicago, Illinois 60606

/s/ Thomas E. Davis
Thomas E. Davis
Chief Assistant Attorney General
500 South Second Street
Springfield, Illinois 62706

For the State of Illinois and Illinois
Environmental Protection Agency

- and -

Four Times Square
New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

EXHIBIT K

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155 North Wacker Drive
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John K. Lyons
Ron E. Meisler

- and -

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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

DPH Holdings Corp. Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, UNITED PARCEL SERVICE, AND DELPHI AUTOMOTIVE
SYSTEMS, LLC COMPROMISING AND ALLOWING PROOF OF
ADMINISTRATIVE EXPENSE CLAIM NUMBER 19082

(UNITED PARCEL SERVICE)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), United Parcel Service (the "Claimant"), and Delphi Automotive Systems, LLC (f/k/a New Delphi Automotive Systems 1, LLC) ("New DAS LLC") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, United Parcel Service, And Delphi Automotive Systems, LLC Compromising And Allowing Proof Of Administrative Expense Claim Number 19082 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense claim number 19082 (the "Claim") against Delphi asserting an administrative expense priority claim in the amount of \$81,418.34 arising from freight charges allegedly owed by the Debtors to the Claimant.

WHEREAS, Pursuant to the Master Disposition Agreement Among Delphi Corporation, GM Components Holdings, LLC, General Motors Company, Motors Liquidation Company (f/k/a General Motors Corporation), and DIP Holdco 3 LLC, among others, dated as of July 30, 2009 (the "MDA"), the Buyers (as defined in the MDA), including Delphi Automotive Systems, LLC (f/k/a New Delphi Automotive Systems 1, LLC), as assignee of DIP Holdco 3 LLC, assumed certain administrative expense liabilities of the Debtors.

WHEREAS, pursuant to the MDA, New DAS LLC, as a subsidiary of Delphi Automotive LLP (as assignee of DIP Holdco 3 LLC), assumed certain administrative expense liabilities related to the Claim.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on April 16, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Seventh Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books And Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 19873) (the "Forty-Seventh Omnibus Claims Objection").

WHEREAS, on May 12, 2010, the Claimant filed the Declaration Of Wade Witt In Support Of United Parcel Service, Inc.'s Response To Reorganized Debtors' Forty-Seventh Omnibus Claims Objection (Claim No. 19082) (Docket No. 20038) (the "Response").

WHEREAS, on May 12, 2010, in connection with the Response, the Claimant filed Part 1 of Exhibit B to Response of United Parcel Service [re: Docket No. 20038] (Docket No. 20040).

WHEREAS, on May 12, 2010, in connection with the Response, the Claimant filed Part 2 of Exhibit B to Response of United Parcel Service [re: Docket No. 20038] (Docket No. 20041).

WHEREAS, the Reorganized Debtors have represented that there are no pending actions against the Claimant under chapter 5 of the Bankruptcy Code.

WHEREAS, to resolve the Forty-Seventh Omnibus Claims Objection with respect to the Claim and (b) all other claims held by any of the UPS Releasing Parties (as defined below) against any of the Released Parties (as defined below), the Reorganized Debtors, the Claimant, and New DAS LLC entered into this Stipulation, pursuant to which, among other things, the Reorganized Debtors, the Claimant, and New DAS LLC agreed that the Claim should be allowed as an administrative claim in the amount of \$35,000.00 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors, the Claimant, and New DAS LLC stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$35,000.00 and shall be treated as an allowed administrative claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. New DAS LLC shall pay to the Claimant \$28,369.35 and DPH-DAS LLC

shall pay to the Claimant \$6,630.65 in full and final satisfaction of the Claim, provided, however, that nothing herein shall preclude (a) the Claimant from asserting that the invoices included in the Claim that were dated after the Effective Date in the total amount of \$6,306.34 are the obligation of a third party and (b) any third party from contesting on any grounds whatsoever any claim asserted by the Claimant against such third party. Satisfaction of a portion of the Claim through the payment of \$28,369.35 shall be the sole responsibility of New DAS LLC. The Reorganized Debtors shall have no responsibility with respect to the payment of \$28,369.35 to be made by New DAS LLC.

3. Notwithstanding anything to the contrary in the Modified Plan, within 45 days of the Court entering this Stipulation on the Court's docket, New DAS LLC and DPH-DAS LLC shall remit the payments set forth in paragraph 2 by checks payable to " United Parcel Service" and will be mailed to the following address:

United Parcel Service
Attention: Tony Schrunk
UPS Freight
28013 Network Place
Chicago, IL 60673-12

4. Allowance of the Claim in the amount of \$35,000.00 is in full satisfaction of the Claim, and the Claimant, on its own behalf and on behalf of each of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (collectively, the "UPS Releasing Parties"), hereby waives and releases, against each of New DAS LLC, the Debtors, and the Reorganized Debtors, and each of their respective predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former and current officers, directors, owners, employees, and any other agents (collectively, the "Released Parties")

any right regarding the Claim and any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claim; provided, however, that nothing herein shall constitute a release of the invoices included in the Claim that were dated after the Effective Date in the total amount of \$6,306.34. Each of the UPS Releasing Parties further waive and release, against each of the Released Parties, any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which the UPS Releasing Parties have, ever had, or hereafter shall have against any of the Released Parties based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Effective Date.

5. Except as provided in paragraph 4, nothing herein shall preclude the Claimant from pursuing a claim against any party other than the Debtors or the Reorganized Debtors. To the extent that a claim is asserted by the Claimant against another party, nothing herein shall preclude such party's right to contest the claim on any grounds whatsoever.

6. In light of the agreements reached herein, the Forty-Seventh Omnibus Objection solely with respect to the Claim and the Response are each hereby deemed withdrawn with prejudice.

7. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of the Claim.

8. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

9. This Stipulation may be executed in counterparts and by facsimile transmission by the Reorganized Debtors and the Claimant, all such counterparts taken together shall constitute the Stipulation.

So Ordered in White Plains, New York, this 13th day of May, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
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- and -

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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

/s/ Karel S. Karpe

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New York, NY 10005

- and -

Kenneth Law
BIALSON, BERGEN & SCHWAB
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Palo Alto, California 94306

Attorneys for United Parcel Service
/s/ Karen J. Craft

Karen J. Craft
Managing Restructuring Counsel
Delphi Automotive Systems, LLC
Legal Staff
5825 Delphi Drive
M/C 480-410-268
Troy, Michigan 48098

Attorney for Delphi Automotive Systems, LLC

EXHIBIT L

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
155 North Wacker Drive
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- and -

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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

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DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND ROBIN INDUSTRIES, INC.,
HOLMCO DIVISION DISALLOWING AND EXPUNGING
PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 19792

(ROBIN INDUSTRIES, INC., HOLMCO DIVISION)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Robin Industries, Inc., Holmco Division (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Robin Industries, Inc., Holmco Division Disallowing And Expunging Proof Of Administrative Expense Claim Number 19792 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, (together, the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court"); and

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp; and

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests"; and

WHEREAS, on November 5, 2009, the Claimant filed proof of administrative expense claim number 19792 (the "Claim") against Delphi asserting an administrative expense priority claim in the amount of \$122,254.38 on account of goods sold; and

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection"); and

WHEREAS, on February 17, 2010, the Claimant filed the Response Of Robin Industries, Inc., Holmco Division To Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims [Docket No. 19395] (Docket No. 19480) (the "Response"); and

WHEREAS, since the Petition Date and as of the date hereof, the Claim has been satisfied; and

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to

which the Reorganized Debtors and the Claimant agreed that the Claim will be disallowed and expunged in its entirety.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim is disallowed and expunged in its entirety.
2. The Response is deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 18th day of May, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
155 North Wacker Drive
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- and -

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- and -

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Division

EXHIBIT M

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DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	x	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS, CENTRAL TRANSPORT INTERNATIONAL, INC., AND DELPHI
AUTOMOTIVE SYSTEMS, LLC COMPROMISING AND ALLOWING
PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 18667

(CENTRAL TRANSPORT INTERNATIONAL, INC.)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), Central Transport International, Inc. (the "Claimant"), and Delphi Automotive Systems, LLC (f/k/a New Delphi Automotive Systems 1, LLC) ("New DAS LLC") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Central Transport International, Inc., And Delphi Automotive Systems, LLC Compromising And Allowing Proof Of Administrative Expense Claim Number 18667 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive System LLC ("DAS LLC"), former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 14, 2009, the Claimant filed proof of administrative expense claim number 18667 (the "Claim") against Delphi asserting an administrative expense priority claim in the amount of \$89,972.35 arising from certain shipping and logistics services allegedly rendered by the Claimant to the Debtors.

WHEREAS, pursuant to the Master Disposition Agreement Among Delphi Corporation, GM Components Holdings, LLC, General Motors Company, Motors Liquidation Company (f/k/a General Motors Corporation), and DIP Holdco 3 LLC, among others, dated as of July 30, 2009 (the "MDA"), the Buyers (as defined in the MDA) assumed certain administrative expense liabilities of the Debtors.

WHEREAS, pursuant to the MDA, New DAS LLC, as a subsidiary of Delphi Automotive LLP (as assignee of DIP Holdco 3 LLC), assumed certain administrative expense liabilities related to the Claim.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 18, 2010, the Claimant filed its Response To Reorganized Debtors' Forty-Third Omnibus Claims Objection To Proof Of Claim No. 18667 Filed By Central Transport International, Inc. (Docket No. 19498) (the "Response").

WHEREAS, to resolve (a) the Forty-Third Omnibus Claims Objection with respect to the Claim and (b) all other claims held by the Central Releasing Parties (as defined below) against any of the Released Parties (as defined below), the Reorganized Debtors, the Claimant, and New DAS LLC entered into this Stipulation, pursuant to which, among other things, the Reorganized Debtors, the Claimant, and New DAS LLC agreed that the Claim should be allowed as an administrative claim in the amount of \$44,986.18 against DPH-DAS LLC.

NOW, THEREFORE, the Reorganized Debtors, the Claimant, and New DAS LLC stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$44,986.18 and shall be treated as an allowed administrative claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.

2. New DAS LLC shall pay to the Claimant \$43,925.55 and DPH-DAS LLC shall pay to the Claimant \$1,060.63 in full and final satisfaction of the Claim. Satisfaction of a portion of the Claim through the payment of \$43,925.55 shall be the sole responsibility of New DAS LLC. The Reorganized Debtors shall have no responsibility with respect to the payment of \$43,925.55 to be made by New DAS LLC.

3. Notwithstanding anything to the contrary in the Modified Plan, within 45 days of the Court entering this Stipulation on the Court's docket, New DAS LLC and DPH-DAS LLC shall remit the payments set forth in paragraph 2 by checks payable to "Central Transport International, Inc. " and will be mailed to the following address:

Central Transport International, Inc.
Attention: Adrianna Alberts
12225 Stephens Rd.
Warren, MI 48089

4. The Response is hereby deemed withdrawn with prejudice.

5. Allowance of the Claim in the amount of \$44,986.18 is in full satisfaction of the Claim, and the Claimant, on its own behalf and on behalf of each of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (collectively, the "Central Transport Releasing Parties"), hereby waives and releases, against each of New DAS LLC, the Debtors, and the Reorganized Debtors, and each of their respective predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former and current officers, directors, owners, employees, and any other agents (collectively, the "Released Parties") any right regarding the Claim and any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claim. Each of the Central Transport Releasing Parties further waive and release, against each of the Released Parties, any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which the Central Transport Releasing Parties have, ever had, or hereafter shall have against any of the Released Parties based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Effective Date.

6. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of the Claim.

7. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 19th day of May, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
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Reorganized Debtors

/s/ Karen J. Craft

Karen J. Craft
Managing Restructuring Counsel
Delphi Automotive Systems, LLC
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5825 Delphi Drive
M/C 480-410-268
Troy, Michigan 48098

Attorney for Delphi Automotive Systems, LLC

EXHIBIT N

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DPH Holdings Corp.
Special Parties

Company	Contact	Address1	Address2	City	State	Zip
American Recycling & Mfg Co Inc a New York Corp		58 McKee Rd		Rochester	NY	14611
Knauf Shaw LLP	Alan J Knauf Esq	1125 Crossroads Building	2 State Street	Rochester	NY	14614

EXHIBIT O

Company	Contact	Address1	Address2	Address3	City	State	Zip
Commissioner of Revenue of the State of Tennessee	Wilbur E Hooks Director	c o Attorney General	Tennessee Dept of Revenue	PO Box 20207	Nashville	TN	37202-0207
Commissioner of Revenue of the State of Tennessee	Wilbur E Hooks Director	c o Attorney General	Tennessee Dept of Revenue	Andrew Jackson State Office Bldg	Nashville	TN	37242
Tennessee Attorney General's Office	Bankruptcy Division	Marvin E Clements, Jr	PO Box 20207		Nashville	TN	37202-0207

EXHIBIT P

Company	Contact	Address1	City	State	Zip
Kenneth M Piken		333 Jericho Turnpike Ste 218	Jericho	NY	11753
Madison Investment Trust Series 38	Madison Niche Opportunities LLC	6310 Lamar Ave Ste 120	Overland Park	KS	66202

EXHIBIT Q

Company	Contact	Address1	Address2	City	State	Zip
Longacre Master Fund Ltd		810 Seventh Ave 22nd Fl		New York	NY	10019
Park Enterprises of Rochester Inc	Chamberlain DAmanda	Attn Jerry Greenfield Esq	2 State St Ste1600	Rochester	NY	14614

EXHIBIT R

Company	Contact	Address1	Address2	City	State	Zip
Mackenzie Hughes LLP	Neil J Smith Esq	Counsel for Tal-Port Industries LLC	101 South Salina Street	Syracuse	NY	13066
Tal Port Industries LLC	Richard Montague Seth C Little	PO Box 1970		Jackson	MS	39215-1970
Tal Port Industries LLC	Warren R Graham Esq	Davidoff Malito & Hutcher LLP	605 Third Ave	New York	NY	10158
Tal Port Industries LLC		2003 Gordon Ave	RMT CHG 04 01 04 X7567	Yazoo City	MS	39194

EXHIBIT S

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DPH Holdings Corp.
Special Parties

Company	Contact	Address1	Address2	City	State	Zip
Chief Assistant Attorney General	Thomas E. Davis	500 S 2nd St		Springfield	IL	62706
Illinois Environmental Protection Agency	James L Morgan AAG	Environmental Bureau	500 S 2nd St	Springfield	IL	62706

EXHIBIT T

Company	Contact	Address1	City	State	Zip
Bialson Bergen & Schwab	Kenneth Law Lawrence Schwab	2600 El Camino Real Ste 300	Palo Alto	CA	94306
Karpe Law	Karel S Karpe	44 Wall St 12th Fl	New York	NY	10005

EXHIBIT U

Company	Contact	Address1	City	State	Zip
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Moritt Hock & Hamroff LLP	Theresa A Driscoll Leslie A Berkoff	400 Garden City Plaza	Garden City	NY	11530
Robin Industries Inc Holmco Division	Robin Industries Inc	6500 Rockside Rd Ste 230	Independence	OH	44131

EXHIBIT V

Pg 112 of 112
DPH Holdings Corp.
Special Parties

Company	Contact	Address1	City	State	Zip
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